**SHALER AREA SWIM CLUB**

**BYLAWS**

Last updated: October 14, 2016

Article I

Name and Purpose

Section 1.01. Name. The name of this organization shall be SHALER AREA SWIM CLUB.

Section 1.02. Purpose. The organization is organized and operated for the charitable and educational purposes of promoting and furthering a positive aquatic skills development experience for the youth of the Shaler community.

Section 1.03. Purpose and Dissolution Clauses. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article II

Membership

Section 2.01. Qualification. All parents, guardians or other persons with a child registered, paid, and participating in Shaler Area Swim Club shall be considered voting members of the organization. The club’s Coaches may be non-voting, advisory members of the organization.

Section 2.02 Rights and responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve on committees, and be nominated and elected to office. Voting members shall have the right to vote for the officers, review the annual budget, and bring concerns to the executive board.

Section 2.03. Quorum. The members present at any membership meeting of the organization, provided at least ten (10) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action. In that event, any matter brought before the membership at a meeting at which a quorum is not present shall be discussed and decided by the Executive Board.

Section 2.04. Meetings. There shall be at least one general annual meeting of the membership in September. Additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board or at the request of fifteen (15) or more members in writing to the Executive Board.

Article III

Executive Board

Section 3.01. Membership. The Executive Board shall consist of the elected officers of the organization. No coach or other compensated individual of the organization may serve on the executive board, although the President may invite coaches to attend executive board meetings in an advisory capacity (seeIII.3.03).

Section 3.02. Authority. The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. The Executive Board interviews, retains, and assesses club coaches and compensated individuals.  Salaries of all coaches and compensated individuals are determined by the Executive Board.  The Executive Board may also terminate employment of a coach or any other compensated individual following a reasonable period of evaluation and written assessment.  The Executive Board may create Standing and Special Committees, approve the plans and work of standing and special committees, prepare and submit a budget to the membership for approval, and, in general, conduct the business and activities of the organization.

Section 3.03. Meetings. The Executive Board should meet at a minimum of once per month to prepare for general membership meetings and to conduct the affairs of the organization. The President may invite coaches, the past president, chairs of committees, and other specific individuals to attend any meeting in advisory capacities.  The President also reserves the right to exclude any club member from all or portions of any meeting, e.g. coaches must be excluded from discussions pertaining to the hiring, evaluation, dismissal, or compensation of individuals.

Section 3.04. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least three (3) officers in attendance.

Section 3.05. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

Section 3.06. Participation in Meeting by Conference Telephone or Email. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment.

Section 3.07. Reimbursement. Expenses incurred in the furtherance of the organization’s business are allowed to be reimbursed with documentation in accordance with the organization’s financial policies, and **prior approval**.  Any club member or individual making a purchase outside of these parameters assumes sole financial responsibility for the purchase.

Article IV

Officers and Their Elections

Section 4.01. Officers. The officers of this organization shall include one President, one or more Vice Presidents, a Secretary and a Treasurer and such additional officer(s) as may be elected or appointed by the Executive Board from time to time.

Section 4.02. Election. The President shall designate a non-officer, non-voting, non-coach member of the club to serve as ad hoc Chair of Elections in June.  The chair of Elections will solicit nominations for open positions and allow a reasonable amount of time (no less than one week) for the membership to respond.  The slate of candidates shall be announced to the membership as soon as possible and no later than one week before the final fiscal-year meeting of the membership.  Electronic voting shall be open to the membership for one week minimum.  Officers are elected by a simple majority of those members participating in the online ballot.  Officers shall assume their official duties on the day following the final fiscal-year meeting of the membership.

Section 4.03. Term. Officers shall serve a two-year term. The President and Secretary shall be elected and begin their duties in August of odd-numbered years.  The Vice President(s) and Treasurer shall be elected and begin their duties in August of even-numbered years.

Section 4.04. Vacancies. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

Section 4.05.  Resignation or Expulsion.  Any officer who resigns or is expelled from their position during their term may not stand for election to a board position for at least two years.

Article V

Duties of Officers

Section 5.01. President. The President shall be the principal executive officer of the organization and, subject to the control of the Executive Board, shall in general supervise and control all of the activities of the organization. The President shall be a member of the Executive Board and, when present, shall preside at all meetings of the Executive Board and all meetings of the membership. The President shall select and appoint the chairpersons of all Standing and Special Committees and shall be an ex-officio member of all committees of the organization.

Section 5.02. Vice-Presidents. The Vice-Presidents shall be members of the Executive Board.  In the absence of the President, the Vice President of Compliance shall perform the duties of the President. The Vice-Presidents shall perform such duties as are assigned by the President or the Executive Board.

Section 5.03. Secretary. The Secretary shall be a member of the Executive Board. The Secretary shall keep the minutes of the proceedings of the membership and the Executive Board, shall see that all notices are duly given in accordance with these Bylaws, shall be responsible for the publishing of meeting minutes, shall manage and keep an accurate records and, in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.

Section 5.04. Treasurer. The Treasurer shall be a member of the Executive Board. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the organization’s financial policies. The Treasurer shall receive and give receipts for monies due and payable to the organization from all sources and shall deposit such funds in such banks or other organizations as are selected by the Executive Board in a timely fashion. The Treasurer shall make disbursements as authorized by budget as reviewed by the membership and as approved by the Executive Board. The Treasurer shall present a written financial report, not merely a budget, prepared in accordance with the organization’s financial policies, at each General Membership Meeting of the membership and at other times as requested by the Executive Board.

Article VI

Finances

Section 6.01. Budget. The Executive Board shall present to the membership at the first regular meeting of the membership after the officers have been elected, or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 6.02. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization such as fundraisers.

Section 6.03. Loans. No loans shall be made by the organization to its officers or members.

Section 6.04. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization (excepting payments to compensated individuals such as coaches) shall be signed by the Treasurer AND by one other member of the Executive Board.

Section 6.05. Other financial policies including record retention.  The Vice President of Compliance shall retain the Financial Policies Manual of the Organization, and take such steps as to ensure that these policies are followed.

Section 6.06. Fiscal Year. The fiscal year of the organization shall be from September 1 to August 31 but may be changed by resolution of the Executive Board. Section 6.07. Upon dissolution of this organization, assets shall be distributed to the Shaler Area School District Varsity Swim Team or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE VII

CONFLICTS OF INTEREST

Section 7.01. Existence of Conflict, Disclosure. Directors, officers, compensated individuals, coaches, and contractors should refrain from any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties on behalf of the organization. A conflict of interest may exist when the direct, personal, financial or other interest(s) of any director, officer, staff member, coach, or contractor competes or appears to compete with the interests of the organization. If any such conflict of interest arises the interested person shall call it to the attention of the Board of Directors for resolution. If the conflict relates to a matter requiring board action, such person shall not vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict.

Section 7.02. Nonparticipation in Vote. The person having a conflict shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room in which the Board is meeting. However, the person may be permitted to provide the Board with any and all relevant information.

Section 7.03. Minutes of Meeting. The minutes of the meeting of the Board shall reflect that the conflict was disclosed and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 7.04. Annual Review. A copy of this conflict of interest statement shall be furnished to each director or officer, compensated individual and/or contractor who is presently serving the organization, or who hereafter becomes associated with the organization. This policy shall be reviewed annually for information and guidance of directors and officers, staff members and contractors, and new officers and directors, staff members and contractors shall be advised of the policy upon undertaking the duties of their offices.

ARTICLE VIII

INDEMNIFICATION

Every member of the Board of Directors, officer or compensated individual of the organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or compensated individual in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or compensated individual of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer, or compensated individual is entitled.

ARTICLE IX

AMENDMENTS

These bylaws may be amended at any regular or special meeting of the membership by a majority vote of the members present, provided that at least thirty (30) days’ notice of the proposed amendments has been made to the membership, or alternatively the membership waives the required notice.